

PLAINTIFF'S
EXHIBIT

5

STATE OF GEORGIA

COUNTY OF DEKALB

TRANSFER AND ASSIGNMENT
OF
TRADE NAME

For value received, the undersigned do hereby transfer, assign, and convey unto SECURITY BENEFIT ASSOCIATES GROUP SERVICES, INC., a Georgia Corporation, all of their right, title, and interest in and to the following Trade Name, ownership of which is evidenced by registration of the same in the records of the Superior Court of Dekalb County, Georgia in Trade Name Book 22 Page 495, to wit:

"The Milner Group"

Witness the hand and seal of the undersigned this 28 day of September, 2001 at Atlanta, Dekalb County, Georgia by their duly authorized Officers..

Signed, sealed and delivered
this 28 day of September, 2001
in the presence of:

Camille Bent
Witness

British American Insurance Intermediaries, Inc.

By Seisay Milner
ITS: President
[Corporate Seal]

Sail Dubin
Notary Public

My Comm. Exp. My Commission Expires Feb. 22, 2005

Security Benefit Associates, Inc.

Wanda Shuler
Witness

By Seisay Milner
ITS: President PA-Berm
[Corporate Seal]

Sail Dubin
Notary Public

My Comm. Exp. Notary Public, Gwinnett County, Georgia
My Commission Expires Feb. 22, 2005

9/21/2001
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STATE OF GEORGIA

COUNTY OF DEKALB

Cross Reference Trade Name
Book 22 Page 495,
DEKALB Co., GA Records

**AFFIDAVIT CONCERNING CHANGE OF OWNERSHIP
OF A BUSINESS OPERATED UNDER A TRADE NAME**

Pursuant to O.C.G.A. Section 10-1-490, et seq., personally appeared before me, the undersigned Notary Public, **Willis Latimer Milner**, Affiant, who, after being duly sworn, on oath avers and states:

That he is the President of **Security Benefit Associates Group Services, Inc.**, a Georgia Corporation (the "Corporation") and is authorized on behalf of the Corporation to make this Affidavit and, further, that this Affidavit is made upon his own personal knowledge of the facts recited herein.

That **Security Benefit Associates Group Services, Inc.**, transferred, assigned, and conveyed to the Corporation of their right title and interest in and to the Referenced Trade Name, of the business heretofore operated at 3610 Dekalb Technology Parkway, Suite 104, Atlanta, Dekalb County, Georgia 30362 in the Trade Name of "**The Milner Group**".

That the Corporation, whose address is 3610 Dekalb Technology Parkway, Suite 104, Atlanta, DEKALB County, GA 30362, will henceforth operate, own, and conduct the business at that address under the Trade Name of "**The Milner Group**" the nature of which business is or henceforth will be the sale of insurance products and services.

Further Affiant Saith Not.

This Affidavit is given for the purpose of evidencing change of ownership of a business conducted under a Trade Name as required by O.C.G.A. Section 10-1-490, et seq., as amended.

Sworn to and Subscribed
before me this 28 day
of September, 2001.

Dail Rubin
Notary Public

Comm. Exp. _____
Notary Public, Gwinnett County, Georgia
My Commission Expires Feb. 22, 2005

Willis Latimer Milner
Willis Latimer Milner, President
of Security Benefit Associates Group Services, Inc. My

THE MCKEE FIRM

Attorneys and Counselors
140 Vann Street
Suite 420
Marietta, Georgia 30060
Phone: 770.218.0104
Fax: 770.218.2707
E-mail: imckee@juno.com

IRA K. MCKEE
JEFFREY C. SAMUELS

LINDA J. SPIEVACK,
OF COUNSEL

9/12/01

Champion Newspaper
217 East Trinity Place
Decatur, GA 30030

Re: Notice of Change of Ownership
Our File: 01 COR 026

Gentlemen:

You are requested to publish twice the following Notice:

NOTICE OF CHANGE OF OWNERSHIP

"Notice is hereby given that the business heretofore operated at 3610 Dekalb Technology Parkway, Suite 104, Atlanta, Dekalb County, GA, in the Trade Name of "The Milner Group" is now conducted, and carried on by solely by Security Benefit Associates Group Services, Inc., a Georgia Corporation, at that address.. The Statement in the form of an Affidavit Concerning Change of Ownership required by O.C.G.A. Section 10-1-490 has been filed with the Clerk of the Superior Court of Dekalb County, GA.

"The McKee Firm
140 Vann Street
Suite 420
Marietta, GA 30060
Tel: 770-218-0104"

Enclosed is a check in the amount of \$40.00 in payment of the cost of publishing this Notice.

Sincerely,

The McKee Firm


Ira K. McKee
cc: The Milner Group

CONSENT OF THE DIRECTORS OF
SECURITY BENEFIT ASSOCIATES, INC.
TO ACTION WITHOUT MEETING
IN LIEU OF THE SPECIAL MEETING

The undersigned, being the Directors of SECURITY BENEFIT ASSOCIATES, INC. (hereinafter referred to as the "Corporation"), acting pursuant to the authority of O.C.G.A. § 14-2-821 & 823, as amended, does hereby adopt the following Resolutions in lieu of the actual meeting of the Board of Directors due to be held as prescribed in the Bylaws of the Corporation by signing this written consent.

All required Notice is hereby waived.

RESOLVED THAT: The President or any officer is authorized and empowered to transfer and assign into Security Benefit Associates Group Services, Inc., all of its right, title, and interest in and to the Trade Name "The Milner Group" and to execute all necessary documents to effect the same.

The Secretary is directed to file this Consent in the Corporate Minute Book.

Done this 28 day of September, 2001.

DIRECTORS

Siegler Milner _____
Director Bruce _____ Director
Pa-Beth R Milner